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Special Counsel to the BrandCo Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

REVLON, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10760 (DSJ)

(Jointly Administered)

**NOTICE OF SEVENTH MONTHLY FEE STATEMENT
OF ROPES & GRAY LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS SPECIAL COUNSEL TO THE BRANDCO DEBTORS
FOR PERIOD FROM MARCH 1, 2023 THROUGH APRIL 3, 2023**

Name of Applicant:	Ropes & Gray LLP, Special Counsel to the BrandCo Debtors
Date of Retention	July 21, 2022, effective as of the Petition Date, June 15, 2022
Period for Which Fees and Expenses are Incurred:	March 1, 2023 through April 3, 2023
Monthly Fees Incurred:	\$27,385.00

¹ The last four digits of Debtor Revlon, Inc.'s tax identification number are 2955. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/Revlon>. The location of the Debtors' service address for purposes of these chapter 11 cases is: One New York Plaza, New York, NY 10004.

Less 20% Holdback:	\$5,477.00
Total Fees Incurred Less 20% Holdback	\$21,908.00
Monthly Expenses Incurred:	\$0.00
Total Fees (80%) and Expenses Due:	\$21,908.00

This is a(n) X Monthly Interim Final Fee Application

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 259] (the “Interim Compensation Order”),² Ropes & Gray LLP (“Ropes & Gray”) hereby submits this seventh monthly statement (the “Monthly Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as special counsel to Beautyge II, LLC and those certain “BrandCo” debtors described in the *BrandCo Debtors’ Application Pursuant to Sections 327(e), 328(a), 330, and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 for Entry of An Order Authorizing the Retention and Employment of Ropes & Gray LLP as Special Counsel to the BrandCo Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 153], for the period from March 1, 2023 through April 3, 2023 (the “Monthly Period”). By this Monthly Statement, and after taking into account certain voluntary discounts and reductions, Ropes & Gray seeks payment in the amount of \$21,908.00, which comprises 80% of the total amount of compensation sought for actual and necessary services rendered during the Monthly Period.

SERVICES RENDERED AND EXPENSES INCURRED

1. Attached hereto as **Exhibit A** is a summary of Ropes & Gray’s professionals by individual, setting forth the (a) name and title of each individual who provided services during the Monthly Period, (b) aggregate hours spent by each individual, (c) hourly billing rate for each such individual at Ropes & Gray’s current billing rates, (d) amount of fees earned by each Ropes & Gray professional, and (e) year of bar admission for each attorney. The blended hourly billing rate of Ropes & Gray’s timekeepers during the Monthly Period is approximately \$1,082.41.

2. Attached hereto as **Exhibit B** is a summary of the services rendered and

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Interim Compensation Order.

compensation sought, by project category, for the Monthly Period.

3. Attached hereto as **Exhibit C** are itemized time records of Ropes & Gray's professionals for the Monthly Period and summary materials related thereto.

NOTICE AND OBJECTION PROCEDURES

4. Notice of this Monthly Statement shall be given by hand or overnight delivery upon:

- (a) *the Debtors*, Revlon, Inc., One New York Plaza, New York, NY 10014 (Attn: Andrew Kidd, Esq.);
- (b) *Debtors' Counsel*, Paul, Weiss, Rifkind, Wharton & Garrison, 1258 Avenue of the Americas, New York, NY 10019 (Attn: Robert A. Britton, Esq.);
- (c) *the Office of the United States Trustee Region 2*, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Brian Masumoto, Esq.);
- (d) *Counsel to the Official Committee of Unsecured Creditors*, Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Robert J. Stark, Esq. and Bennett S. Silverberg, Esq.);
- (e) *Counsel to the Ad Hoc Group of BrandCo Lenders*, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017 (Attn: Eli J. Vonnegut, Esq.); and
- (f) parties that have requested notice pursuant to Bankruptcy Rule 2002 (each, a "Notice Party", and collectively with the parties listed in sections (a) through (e) above, the "Notice Parties").

5. Objections to this Monthly Statement, if any, must be served upon the Notice Parties, and by email, hand, or overnight delivery upon Ropes & Gray LLP, Attn: Ryan P. Dahl (ryan.dahl@ropesgray.com) and Benjamin M. Rhode (benjamin.rhode@ropesgray.com) no later than May 17, 2023 at 4:00 p.m. (Prevailing Eastern Time) (the "Objection Deadline"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

6. If no objections to this Monthly Statement are received by the Objection

Deadline, Ropes & Gray will be entitled to 80% of the fees and 100% of the expenses identified in this Monthly Statement.

Dated: May 2, 2023
New York, New York

Respectfully submitted,

/s/ Ryan Preston Dahl

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-and-

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benjamin.rhode@ropesgray.com

Special Counsel to the BrandCo Debtors

EXHIBIT A

**SUMMARY OF SEVENTH MONTHLY FEE
STATEMENT OF ROPES & GRAY LLP FOR SERVICES RENDERED
FOR THE PERIOD MARCH 1, 2023 THROUGH APRIL 3, 2023**

NAME OF PROFESSIONAL PARTNERS:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Ryan Dahl	Business Restructuring	2007 (IL) 2019 (NY)	\$1,620.00	0.90	\$1,458.00
Benjamin M. Rhode	Business Restructuring	2012 (IL)	\$1,520.00	3.20	\$4,864.00
Total Partners:				4.10	\$6,322.00

NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Katharine Scott	Business Restructuring	2019 (NY)	\$1,140.00	10.90	\$12,426.00
Lucas Brown	Business Restructuring	2020 (NY)	\$1,140.00	4.90	\$5,586.00
Total Associates:				15.80	\$18,012.00

NAME OF PROFESSIONAL PARAPROFESSIONALS	TITLE	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Nova Alindogan	Business Restructuring Paralegal Specialist	\$565.00	5.40	\$3,051.00
Total Paraprofessionals:			5.40	\$3,051.00

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners	\$1,541.96	4.10	\$6,322.00
Associates	\$1,140.00	15.80	\$18,012.00
Paraprofessionals	\$565.00	5.40	\$3,051.00
Blended Attorney Rate	\$1,222.81		
Total Fees Incurred		25.30	\$27,385.00

EXHIBIT B

**COMPENSATION BY PROJECT CATEGORY TASK
CODE FOR SERVICES RENDERED BY ROPES & GRAY LLP FOR
THE PERIOD MARCH 1, 2023 THROUGH APRIL 3, 2023**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
0006	Budgeting (Case)	0.20	\$228.00
0011	Employment & Fee Applications	14.90	\$14,283.50
0013	Financing and Cash Collateral	0.40	\$608.00
0015	Meetings & Communications with Creditors	0.90	\$1,458.00
0017	Plan and Disclosure Statement	4.90	\$5,487.50
0020	Hearings	4.00	\$5,320.00
Total		25.30	\$27,385.00

EXHIBIT C

TIME RECORDS



ROPES & GRAY LLP
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-8704
212-596-9000 F 212-596-9090
WWW.ROPESGRAY.COM

Invoice No.: 1520815
Invoice Date: April 27, 2023
Federal Tax ID: 04-2233412

Beautyge II LLC
Beautyge II, LLC
One New York Plaza
New York, NY 10004

FOR PROFESSIONAL SERVICES rendered through April 3, 2023.

Budgeting (Case) Services	228.00
Employment & Fee Applications Services	14,283.50
Financing and Cash Collateral Services	608.00
Meetings & Communications with Creditors Services	1,458.00
Plan and Disclosure Statement Services	5,487.50
Hearings Services	5,320.00
TOTAL	\$ 27,385.00

Payment Instructions		
Mail checks to: Ropes & Gray LLP Mail Code: 11104 P.O. Box 70280 Philadelphia, PA 19176-0280	ACH Fund & Domestic Wire Transfers: Ropes & Gray LLP c/o Citibank, N.A 153 East 53rd Street New York, NY 10022 ABA No.: 021-000-089 Account No: 4997537106	International Wire Transfers: Ropes & Gray LLP c/o Citibank, N.A 111 Wall Street New York, NY 10005 Swift Code: CITIUS33 Account No: 4997537106

Standard Payment Terms: 30 Days

Invoice No.: 1520815

ROPES & GRAY LLP

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Budgeting (Case)

FRAUD PREVENTION ALERT: In our efforts to protect against possible wire transfer fraud, if you receive alternative payment instructions or are contacted by an unfamiliar/third party requesting changes be made to this invoice, please call your known contact at Ropes & Gray LLP to verbally verify.

ROPES & GRAY LLP

File No.: 118220-0006

Detail of Services				
<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
03/21/23	Scott, K.	0.10	Correspond with S. Levitt (A&M), B. Rhode re Ropes' estimated go-forward run-rate.	114.00
03/22/23	Scott, K.	0.10	Attend call with S. Levitt (A&M) re Ropes' estimated go-forward run-rate.	114.00
Total Hours		0.20	Total Amount	\$ 228.00

Timekeeper Fee Summary			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Scott, Katharine	0.20	1,140.00	228.00
Total Hours	0.20	Total Amount \$	228.00
Services			\$ 228.00
Total Due			\$ 228.00

ROPES & GRAY LLP

File No.: 118220-0011

Detail of Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
03/06/23	Scott, K.	1.10	Review RG combined Jan/Feb Fee Statement (.8); correspond with N. Alindogan, D. Sune re same (.1); review Huron Second Interim Fee Application (.2).	1,254.00
03/13/23	Scott, K.	2.10	Correspond with N. Alindogan re CNO to Huron 7th Fee Statement, review of Huron Second Interim Fee App, prep of Ropes Second Interim Fee App (.6); review, comment on CNO to Huron 7th Fee Statement (.2); correspond with B. Rhode, N. Alindogan, D. Sune re Ropes combined Jan/Feb fee statement, Ropes Second Interim Fee App (.3); review, comment on Ropes Jan/Feb combined fee statement (.7); correspond with Huron, Ropes teams re second interim fee applications, latest fee statements (.3).	2,394.00
03/13/23	Alindogan, N.	0.70	Prepare draft of CNO to Huron 7th monthly fee statement (.3); correspond with B. Rhode re review of same (.1); review Huron 2nd interim fee application and certification (.3).	395.50
03/14/23	Scott, K.	0.80	Correspond with A. Page (PW) re Huron, Ropes Second Interim Fee Applications, omnibus hearing notice, objection deadline (.2); correspond with B. Rhode, N. Alindogan re RG combined Jan/Feb fee statement (.2); provide final comments on same (.3); correspond with B. Rhode, N. Alindogan re CNO to Huron January fee statement (.1).	912.00
03/15/23	Scott, K.	2.10	Correspond with B. Rhode, N. Alindogan re RG Combined Jan/Feb Fee Statement, R&G Second Fee App, Huron Feb Fee Statement, Huron Second Fee App (.7); correspond with N. Alindogan re R&G Second Interim Fee App (.2); attend call with B. Rhode re same (.1); attend call with A. Page (PW) re same (.2); review Huron Second Interim Fee Application (.3); correspond with Huron, Ropes re same (.1); further revise RG Second Interim Fee App (.5).	2,394.00
03/15/23	Alindogan, N.	0.90	Finalize and efile CNO to Huron January monthly fee statement (.3); review and revise RG 2nd interim fee application (.3); confer with B. Rhode and K. Scott re same (.3).	508.50
03/16/23	Scott, K.	0.70	Further revise R&G Second Interim Fee Application (.6); correspond with B. Rhode, N. Alindogan re same (.1).	798.00
03/17/23	Scott, K.	1.90	Correspond with R. Dahl, B. Rhode, N.	2,166.00

ROPES & GRAY LLP

Detail of Services				
<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
			Alindogan re finalizing R&G Second Interim Fee Application (.3); attend call with B. Rhode re same (.2); review B. Rhode comments to same (.2); revise same (.8); correspond with A. Page (PW), B. Rhode, N. Alindogan re filing Huron and R&G fee applications (.2); correspond with N. Alindogan re finalizing, filing R&G fee app (.2).	
03/17/23	Alindogan, N.	1.80	Finalize, efile, and coordinate service of Huron and RG 2nd interim fee applications.	1,017.00
03/20/23	Scott, K.	1.20	Provide comments on Huron February Monthly Fee Statement (.4); comment on R&G Combined January/February Fee Statement (.3); correspond with N. Alindogan re finalizing, filing Huron, Ropes fee statements (.2); correspond with S. Panagos, Huron, Ropes re same (.3).	1,368.00
03/20/23	Alindogan, N.	0.70	Finalize and efile RG January/February monthly fee statement (.4); efile Huron February monthly fee statement (.2); coordinate service of same (.1).	395.50
03/22/23	Scott, K.	0.10	Correspond with A. Page (PW) re updated PII list for conflicts search.	114.00
03/31/23	Scott, K.	0.10	Correspond with UST, Ropes re LEDES data for Ropes, Huron Second Interim Fee Applications.	114.00
03/31/23	Alindogan, N.	0.20	Correspond with UST re LEDES files for 2nd interim fee application.	113.00
04/03/23	Scott, K.	0.10	Correspond with N. Alindogan, D. Sune re Ropes March fee statement.	114.00
04/03/23	Alindogan, N.	0.40	Correspond with accounting re LEDES files (.2); circulate same to UST (.1); correspond with Huron re LEDES for Huron 2nd interim fees (.1).	226.00
Total Hours		14.90	Total Amount	\$ 14,283.50

Timekeeper Fee Summary			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Scott, Katharine	10.20	1,140.00	11,628.00
Alindogan, Nova	4.70	565.00	2,655.50
Total Hours	14.90	Total Amount \$	14,283.50

Invoice No.: 1520815
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ROPES & GRAY LLP

Services \$ 14,283.50

Total Due \$ **14,283.50**

ROPES & GRAY LLP

File No.: 118220-0013

Detail of Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
03/14/23	Rhode, B.	0.40	Review, analyze stipulation modifying final DIP order re 2016 lender settlement.	608.00
		<u> </u>		<u> </u>
Total Hours		0.40	Total Amount	\$ 608.00

Timekeeper Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rhode, Benjamin	0.40	1,520.00	608.00
		<u> </u>	<u> </u>
Total Hours		0.40	Total Amount \$ 608.00

Services \$ 608.00

Total Due \$ **608.00**

ROPES & GRAY LLP

File No.: 118220-0015

Detail of Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
03/23/23	Dahl, R.	0.90	Prepare for board call (.1); participate in board call (.8).	1,458.00
		<u> </u>		<u> </u>
		Total Hours	0.90	Total Amount \$ 1,458.00

Timekeeper Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dahl, Ryan	0.90	1,620.00	1,458.00
		<u> </u>	<u> </u>
		Total Hours	0.90
		Total Amount \$	1,458.00

Services \$ 1,458.00

Total Due \$ 1,458.00

ROPES & GRAY LLP

File No.: 118220-0017

Detail of Services				
<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
03/03/23	Alindogan, N.	0.30	Review confirmation related dates and deadlines (.2); update calendar re same (.1).	169.50
03/14/23	Scott, K.	0.30	Review Stipulation Modifying Final DIP Order (incorporating settlement with 2016 TL Lenders) (.2); correspond with D. Dahl, B. Rhode re same (.1).	342.00
03/16/23	Rhode, B.	0.80	Analyze proposed revisions to plan (.7); emails with advisors re same (.1).	1,216.00
03/16/23	Brown, L.	1.10	Review revised plan (.8); correspond with PW and R&G regarding the same (.3).	1,254.00
03/16/23	Scott, K.	0.10	Correspond with PW, Ropes re revised Plan (post-solicitation) and Plan Supplement.	114.00
03/29/23	Alindogan, N.	0.40	Register lines for RG and Huron teams for confirmation hearing.	226.00
03/30/23	Brown, L.	1.40	Review confirmation order (1.1); correspond with R&G and PW regarding the same (.3).	1,596.00
04/03/23	Brown, L.	0.40	Prepare for confirmation hearing (.3); correspond with R&G and BrandCo restructuring officer regarding the same (.1).	456.00
04/03/23	Scott, K.	0.10	Correspond with Ropes team re confirmation of plan.	114.00
Total Hours		4.90	Total Amount	\$ 5,487.50

Timekeeper Fee Summary			
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rhode, Benjamin	0.80	1,520.00	1,216.00
Brown, Lucas	2.90	1,140.00	3,306.00
Scott, Katharine	0.50	1,140.00	570.00
Alindogan, Nova	0.70	565.00	395.50
Total Hours	4.90	Total Amount \$	5,487.50

Services \$ 5,487.50

Total Due \$ 5,487.50

ROPES & GRAY LLP

File No.: 118220-0020

Detail of Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>	<u>Amount</u>
04/03/23	Rhode, B.	2.00	Participate in confirmation hearing.	3,040.00
04/03/23	Brown, L.	<u>2.00</u>	Attend confirmation hearing.	<u>2,280.00</u>
Total Hours		4.00	Total Amount	\$ 5,320.00

Timekeeper Fee Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rhode, Benjamin	2.00	1,520.00	3,040.00
Brown, Lucas	<u>2.00</u>	<u>1,140.00</u>	<u>2,280.00</u>
Total Hours	4.00	Total Amount \$	5,320.00

Services \$ 5,320.00

Total Due \$ **5,320.00**



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NEW YORK, NY 10036-8704
212-596-9000 F 212-596-9090
WWW.ROPESGRAY.COM

Invoice No.: 1520815
Invoice Date: April 27, 2023
Federal Tax ID: 04-2233412

Beautyge II LLC
Beautyge II, LLC
One New York Plaza
New York, NY 10004

Services		27,385.00
TOTAL	\$	27,385.00

Payment Instructions		
Mail checks to: Ropes & Gray LLP Mail Code: 11104 P.O. Box 70280 Philadelphia, PA 19176-0280	ACH Fund & Domestic Wire Transfers: Ropes & Gray LLP c/o Citibank, N.A 153 East 53rd Street New York, NY 10022 ABA No.: 021-000-089 Account No: 4997537106	International Wire Transfers: Ropes & Gray LLP c/o Citibank, N.A 111 Wall Street New York, NY 10005 Swift Code: CITIUS33 Account No: 4997537106

Standard Payment Terms: 30 Days

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